

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:	§	
UPH HOLDINGS, INC.	§	CASE NO. 13-10570
PAC-WEST TELECOMM, INC.	§	CASE NO. 13-10571
TEX-LINK COMMUNICATIONS, INC.	§	CASE NO. 13-10572
UNIPOINT HOLDINGS, INC.	§	CASE NO. 13-10573
UNIPOINT ENHANCED SERVICES,	§	CASE NO. 13-10574
INC.	§	
UNIPOINT SERVICES, INC.	§	CASE NO. 13-10575
NWIRE, LLC	§	CASE NO. 13-10576
PEERING PARTNERS	§	CASE NO. 13-10577
COMMUNICATIONS, LLC	§	
	§	
DEBTORS.	§	CHAPTER 11
	§	
EIN: 45-1144038; 68-0383568; 74-	§	
2729541; 20-3399903; 74-3023729; 38-	§	
3659257; 37-1441383; 27-2200110; 27-	§	
4254637	§	
	§	
6500 RIVER PL. BLVD., BLDG. 2, # 200	§	JOINTLY ADMINISTERED UNDER
AUSTIN, TEXAS 78730	§	CASE NO. 13-10570

**APPLICATION TO APPROVE EMPLOYMENT OF Q ADVISORS LLC
AS FINANCIAL ADVISORS TO THE DEBTORS**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

**THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO
YOUR INTERESTS.**

**IF NO TIMELY RESPONSE IS FILED WITHIN TWENTY-ONE (21)
DAYS FROM THE DATE OF SERVICE, THE RELIEF REQUESTED
HEREIN MAY BE GRANTED WITHOUT A HEARING BEING HELD.**

**A TIMELY FILED RESPONSE IS NECESSARY FOR A HEARING TO
BE HELD.**

COMES NOW UPH Holdings, Inc., (“UPH”), Pac-West Telecom, Inc., (“Pac-West”),
Tex-Link Communications, Inc. (“Tex-Link”), UniPoint Holdings, Inc. (“UniPoint Holdings”),
UniPoint Enhanced Services, Inc. (“UniPoint Enhanced”), UniPoint Services, Inc., (“UniPoint”),

nWire, LLC (“nWire”), and Peering Partners Communications, LLC (“Peering Partners”) (collectively the “Debtors”), by and through their proposed, undersigned counsel, and file this Application to Approve Employment of Q Advisors LLC as Financial Advisor to the Debtors, and pursuant to §§ 327(a) and 328(a) of the Bankruptcy Code (“Code”), Bankruptcy Rule 2014, and the Local Bankruptcy Rules of the Western District of Texas, hereby move this court for the entry of an order, substantially in the form attached hereto as Exhibit “C”, authorizing the retention and employment of Q Advisors LLC (“Q Advisors”) as financial advisor to the Debtors in this chapter 11 reorganization case. In further support of this Application, the Debtors submit an declaration (“Declaration”), attached hereto as Exhibit “A,” signed by Michael S. Quinn (“Mr. Quinn”), a partner of Q Advisors LLC, and incorporated herein by reference, and respectfully represents as follows:

I. JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A) and (O). Venue of the Debtors’ Chapter 11 case is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The relief requested in this Motion is sought pursuant to 11 U.S.C. §§ 105, 327(a), 328(a), 503, 507 and 1107(a).

II. BACKGROUND

2. On March 25, 2013 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors continue in possession of their property and management of their business as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108. No trustee, examiner, or committee has yet been appointed in these cases.

3. The Debtors are a group of affiliated entities that provide telecommunication services in a variety of contexts including voice over Internet protocol (“VoIP”), local exchange and enhanced telecommunications, and data services.

4. The Debtors filed voluntary petitions under Chapter 11 of the Bankruptcy Code to enable them to reorganize and streamline their operations.

III. Q ADVISOR’S QUALIFICATIONS

5. Q Advisors is a national investment banking firm that specializes in corporate restructurings, analytics, and valuations in the media and telecommunications space. Q Advisor’s office is located at 1899 Wynkoop Street, Suite 200, Denver, CO 80202. Michael Quinn has over 20 years of experience in capital raising and mergers and acquisitions, bringing a reputation as an effective problem solver and significant experience advising media and telecommunications companies inside and outside of the bankruptcy process. Mr. Quinn has led mergers and acquisitions and debt and equity financings in a variety of sectors including the hosted VOIP, competitive wireline telecom, wireless, digital media, social networking, mobile content, satellite and mobile infrastructure and solutions sectors for Q Advisors clients. Mr. Quinn’s resume is attached to the Quinn Declaration as Exhibit “A-1.”

IV. RELIEF REQUESTED

6. The Debtors wish to employ Q Advisors, subject to the approval of this Court. The Debtors have selected Q Advisors because Q Advisors has extensive experience in investment banking in the telecommunications arena, and hosted VOIP sector in particular, and is well-qualified to advise the Debtors in maximizing value for the Debtors’ reorganization efforts, and has the staff and resources to enable it to do so efficiently.

A. Scope of Services

7. The Debtors propose that Q Advisors be employed as their investment banker, *nunc pro tunc* to the Petition Date. Q Advisors will perform a broad range of services on the Debtors' behalf, including but not limited to:

- a. Prepare an Offering presentation or other suitable offering materials for use in informing prospective purchasers about the Debtors;
- b. Advise and assist the Debtors in preparation of a presentation which will be given by management to selected qualified prospective purchasers;
- c. Develop a plan for marketing the Debtors' businesses including the identification of and communication with potential qualified purchasers;
- d. Assist in the negotiation of any transaction for the Debtors' business;
- e. Advise the Debtors and their major creditor constituencies as requested regarding the financial aspects of any proposed transaction; Maintain at Debtors' cost a controlled access data room provisioned with due diligence material provided by the Debtors;
- f. Communicate at least weekly the status of its sales efforts including but not limited to a list of all interested parties and the status of discussions with each;
- g. Work with Debtors' counsel as appropriate on any letter of intent or definitive agreement until each and any transaction is completed;
- h. Attend Bankruptcy Court hearings and board of directors meetings as and when required.
- i. Evaluation of strategic alternatives as needed to maximize the value of the Debtors;

8. A copy of the proposed engagement letter between the Debtors and Q Advisors is attached hereto as Exhibit "B" and incorporated herein by references. The terms of the engagement and the fees sought to be paid are well within the industry standard. Subject to the Court's approval, the Debtors propose to compensate Q Advisors according to the terms set forth in Exhibit "B". As more fully described Exhibit "B", Q Advisors will be paid as follows:

- (a) a monthly fee of \$20,000 for the first three months of the engagement;
- (b) such fee to reduce to \$15,000 per month thereafter;

(c) a transaction fee in the amount equal to 2.75% of a sale/value of up to \$12 million dollars; and

(d) 5.5% of the sale/value of greater than \$12 million dollars.

In the event that the Telecom Sale transaction is consummated, 100% of the monthly fees paid will be credited against the transaction fees. In addition, Q Advisors is entitled to a minimum cumulative Sales Fee of \$375,000.

8. The proposed compensation is sought to be approved under section 328(a) of the Bankruptcy Code, which authorizes compensation of a professional person on a “fixed or percentage fee basis” 11 U.S.C. § 328(a). The terms of the engagement with Q Advisors were negotiated over several weeks, on an arm’s length basis with the Debtors’ executive team.

9. In light of the transactional nature of Q Advisors’ engagement, the Debtors submit that the recording and submission of detailed time entries is unnecessary in this instance. Because investment advisors are not ordinarily compensated on the basis of hours spent but rather results obtained, the Debtors request that the requirements of Bankruptcy Rule 2016 and Local Rule 2016 requiring the submission of detailed time entries be waived.

10. Further, it is appropriate for Q Advisors to be compensated pursuant to the terms of Exhibit “B” without being required to file interim fee applications as set forth in sections 330 and 331 of the Bankruptcy Code. Q Advisors will, however, file final fee applications including summaries of all fees earned and expenses reimbursed in this Case.

B. Q Advisors is Disinterested

11. Q Advisors is disinterested within the meaning of 11 U.S.C. §101(14). The statement regarding Q Advisors’ compensation and disinterestedness required by Bankruptcy Rule 2014(a) is attached hereto as Exhibit “A” and is incorporated herein for all purposes.

WHEREFORE, PREMISES CONSIDERED, the Debtors respectfully request that the Court enter an order (1) approving the Application and authorizing the Debtors to employ Q Advisors LLC as financial advisors in this case *nunc pro tunc* to the Petition Date; and (2) granting the Debtors any other relief that is just and proper.

Dated: April 11, 2013.

/s/ Mike Holloway

Mike Holloway, President

CERTIFICATE OF SERVICE

I hereby certify that on the 11th day of April 2013, a true and correct copy of the foregoing was served via the Court's CM/ECF electronic notification system on all parties requesting same, and via US first class mail, post prepaid to the parties listed below, and on the attached service list.

UPH Holdings, Inc.
Pac-West Telecomm, Inc.
Tex-Link Communications, Inc.
UniPoint Holdings, Inc.
UniPoint Enhanced Services, Inc.
UniPoint Services, Inc.
nWire, LLC
Peering Partners Communications, Inc.
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Valerie Wenger
US Trustee's Office
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Stuart Komrower
Ilana Volkov
COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A.
25 Main Street
Hackensack, New Jersey 07601

/s/ Patricia B. Tomasco

Patricia B. Tomasco